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October 24, 2017

The Honorable J. Paul Oetken
United States District Judge
Thurgood Marshall United States Courthouse
40 Foley Square, Room 2101
New York, NY 10007

Re: *Saul Horowitz, as Sellers' Representative v. National Gas & Electric, LLC & Spark Energy, Inc., Civ. No. 17-cv-7742 (JPO)*

Dear Judge Oetken:

In response to the Court's Order to Show Cause (Dkt. No. 7), entered on October 11, 2017, why the Complaint should not be dismissed for lack of subject matter jurisdiction, we submit this letter and the attached Declaration of Israel Dahan, on behalf of Plaintiff Saul Horowitz, as Sellers' Representative, in the above-referenced matter.

We believe that the information contained in the attached Declaration demonstrates that the Complaint should not be dismissed for lack of subject matter jurisdiction because this Court has complete diversity jurisdiction over this matter pursuant to 28 U.S.C. § 1332.

Respectfully submitted,

KING & SPALDING LLP

/s/ Israel Dahan

Israel Dahan

Counsel for Plaintiff

Attachment

cc: All Counsel of Record